



2424 N. FEDERAL HIGHWAY • SUITE 200 • BOCA RATON, FLORIDA 33431
MAILING ADDRESS: P.O. BOX 273269 • BOCA RATON, FL 33427-3269
TEL (561) 368-9518 • FAX (561) 368-9519
MELBOURNE (321) 253-9012

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02 SEP 16 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HOWARD REED, C.P.A.
RANDALL H. REED, C.P.A.

No 2000007090

September 11, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: GOD'S MEN OF SOUTH FLORIDA, INC.

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-09/16/02--01061--002
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed you will find an original and one copy of Articles of Amendment for On-Hold Incorporated, along with a check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to the following address:

Reed and Company, Chartered
P.O. Box 273269
Boca Raton, FL 33427-3269
Attn: Randall H. Reed, CPA

Yours very truly,

Randall H. Reed, CPA

RHR:bep

Enc.

QB 9/17

ARTICLES OF INCORPORATION
OF
God's Men of South Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: God's Men of South Florida, Inc.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. To teach the Gospel of Jesus Christ. To teach people how to live triumphant lives and be victorious in the Lord. The teachings will be one to one ministry and also teaching in group settings in homes, churches, auditoriums, etc. The teachings will be available to all with no discrimination and no cost.
3. To teach people how to worship the Lord Jesus Christ and enter into His presence. To write and perform music and to produce tapes, CDs and other forms of music.
4. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
5. To receive funds and donations in kind and from time to time to further the purposes of this corporation.
6. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
7. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-

profit purposes of the corporation.

8. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
9. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
11. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
12. The membership of this corporation shall be elected by a majority vote of the Board of Directors.

ARTICLE IV

The names and residence of the subscriber of this corporation is as follows: S. Howard Reed, 1400 S.W. 5th Street, Boca Raton, Florida 33486.

ARTICLE V

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 1400 S.W. 5th Street, Boca Raton, Florida 33486.

ARTICLE VII

The members of the Board of Directors shall never be less than three (3) in number.

ARTICLE VIII

The Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the chairman of the Board.

ARTICLE IX

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for the purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE X

The corporation shall hold an annual meeting within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting directors shall be elected or appointed in accordance with the By-Laws.

ARTICLE XI

The name and address of the registered agent of this Corporation is: S. Howard Reed, 1400 S.W. 5th Street, Boca Raton, Florida 33486.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th of Sept., 2002.

Incorporator


S. Howard Reed

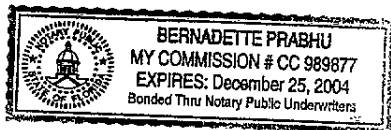
STATE OF FLORIDA) S.S.
COUNTY OF PALM BEACH)

Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared S. Howard Reed, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th date of September, 2002.

Bernadette Prabhu
Notary Public
State of Florida at Large

My Commission expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED
02 SEP 16 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is 1400 S.W. 5th Street, Boca Raton, Florida 33486.

S. Howard Reed
S. Howard Reed